

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Elizabeth Adam, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On January 8, 2009, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via electronic notification and (ii) upon the parties listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Amended Joint Stipulation And Agreed Order Compromising And Allowing Proofs Of Claim Numbers 14125, 14126, 14127, 14128, 14129, 14130, 14042 (FCI Canada Inc. FCI Automotive Deutschland GmbH FCI Italia S.p.A., FCI Electronics Mexido [Sic], S. De R.L. De C.V., FCI Automotive France, S.A., FCI USA, Inc., And FCI Austria GmbH) (Docket No. 14622) [a copy of which is attached hereto as Exhibit C]
- 2) Seventh Supplemental Order Pursuant To 11 U.S.C. § 502(B) And Fed.R.Bankr.P. 2002(M), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (I) Dates For Hearings Regarding Objections To Claims And (II) Certain Notices And Procedures Governing Objections To Claims ("Seventh Supplemental Claim Objection Procedures Order") (Docket No. 14634) [a copy of which is attached hereto as Exhibit D]

On January 8, 2009, I caused to be served the document listed below upon the party listed on Exhibit E hereto via postage pre-paid U.S. mail:

- 3) Amended Joint Stipulation And Agreed Order Compromising And Allowing Proofs Of Claim Numbers 14125, 14126, 14127, 14128, 14129, 14130, 14042 (FCI Canada Inc. FCI Automotive Deutschland GmbH FCI Italia S.p.A., FCI Electronics Mexido [Sic], S. De R.L. De C.V., FCI Automotive France, S.A., FCI USA, Inc., And FCI Austria GmbH) (Docket No. 14622) [a copy of which is attached hereto as Exhibit C]

Dated: January 13, 2009

/s/ Elizabeth Adam

Elizabeth Adam

State of California  
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 13th day of January, 2009, by Elizabeth Adam, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Vanessa R. Quiñones

Commission Expires: 3/20/11

# **EXHIBIT A**

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Bingham McHale LLP	John E Taylor Michael J Alerding	10 West Market Street	Suite 2700	Indianapolis	IN	46204	317-635-8900	317-236-9907	Counsel to Universal Tool & Engineering co., Inc. and M.G. Corporation
DaimlerChrysler Corporation	Kim Kolb	CIMS 485-13-32	1000 Chrysler Drive	Auburn Hills	MI	48326-2766	248-576-5741		Counsel to DaimlerChrysler Corporation; DaimlerChrysler Motors Company, LLC; DaimlerChrysler Canada, Inc.
Eckert Seamans Cherin & Mellott LLC	Michael G. Busenkell	300 Delaware Avenue	Suite 1360	Wilmington	DE	19801	302-425-0430	302-425-0432	Counsel to Chicago Miniature Optoelectronic Technologies, Inc.
Gratz, Miller & Brueggeman, S.C.	Timothy C. Hall	1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212	414-271-4500	414-271-6308	Counsel to International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10
Jaffe, Raitt, Heuer & Weiss, P.C.	Paige E. Barr	27777 Franklin Road	Suite 2500	Southfield	MI	48034	248-351-3000	248-351-3082	Counsel to Trutron Corporation
Jason, Inc.	Beth Klimczak, General Counsel	411 E. Wisconsin Ave	Suite 2120	Milwaukee	WI	53202			General Counsel to Jason Incorporated
Nix, Patterson & Roach, L.L.P.	Bradley E. Beckworth Jeffrey J. Angelovich Susan Whatley	205 Linda Drive		Daingerfield	TX	75638	903-645-7333	903-645-4415	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforde ABP
Norris, McLaughlin & Marcus	Elizabeth L. Abdelmasieh, Esq	721 Route 202-206	P.O. Box 1018	Somerville	NJ	08876	908-722-0700	908-722-0755	Counsel to Rotor Clip Company, Inc.
Paul, Weiss, Rifkind, Wharton & Garrison	Curtis J. Weidler	1285 Avenue of the Americas		New York	NY	10019-6064	212-373-3157	212-373-2053	Counsel to Ambrake Corporation; Akebono Corporation
Paul, Weiss, Rifkind, Wharton & Garrison	Justin G. Brass	1285 Avenue of the Americas		New York	NY	10019-6064	212-373-3000	212-757-3990	Counsel to Merrill Lynch, Pierce, Fenner & Smith, Incorporated
Pepper, Hamilton LLP	Linda J. Casey	3000 Two logan Square	Eighteenth & Arch Streets	Philadelphia	PA	19103-2799	215-981-4000	215-981-4750	Counsel to SKF USA, Inc.
Professional Technologies Services	John V. Gorman	P.O. Box #304		Frankenmuth	MI	48734	989-385-3230	989-754-7690	Corporate Secretary for Professional Technologies Services

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	PARTY / FUNCTION
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Ropers, Majeski, Kohn & Bentley	Christopher Norgaard	515 South Flower Street	Suite 1100	Los Angeles	CA	90071	213-312-2000	213-312-2001	Counsel to Brembo S.p.A; Bibielle S.p.A.; AP Racing
Ropes & Gray LLP	Gregory O. Kaden	One International Place		Boston	MA	02110-2624	617-951-7000	617-951-7050	Attorneys for D-J, Inc.
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Schiffrin & Barroway, LLP	Sean M. Handler	280 King of Prussia Road		Radnor	PA	19087	610-667-7706	610-667-7056	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP
Shipman & Goodwin LLP	Jennifer L. Adamy	One Constitution Plaza		Hartford	CT	06103-1919	860-251-5811	860-251-5218	Counsel to Fortune Plastics Company of Illinois, Inc.; Universal Metal Hose Co.,
Sony Electronics Inc.	Lloyd B. Sarakin - Chief Counsel, Finance and Credit	1 Sony Drive	MD #1 E-4	Park Ridge	NJ	07656	201-930-7483		Counsel to Sony Electronics, Inc.
Squire, Sanders & Dempsey L.L.P.	Eric Marcks	One Maritime Plaza	Suite 300	San Francisco	CA	94111-3492		415-393-9887	Counsel to Furukawa Electric Co., Ltd. And Furukawa Electric North America, APD Inc.
Steinberg Shapiro & Clark	Mark H. Shapiro	24901 Northwestern Highway	Suite 611	Southfield	MI	48075	248-352-4700	248-352-4488	Counsel to Bing Metals Group, Inc.; Genral Transport International, Inc.; Crown Enerprises, Inc.; Economy Transport, Inc.; Logistics Insight Corp (LINC); Universal Am-Can, Ltd.; Universal Truckload Services, Inc.

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	PARTY / FUNCTION
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Thelen Reid Brown Raysman & Steiner LLP	Marcus O. Colabianchi	101 Second St Ste 1800		San Francisco	CA	94105-3606	415-369-7301	415-369-8764	Counsel to Oki Semiconductor Company
Togut, Segal & Segal LLP	Albert Togut, Esq.	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	Conflicts counsel to Debtors
Tyler, Cooper & Alcorn, LLP	W. Joe Wilson	185 Asylum Street	CityPlace I 35th Floor	Hartford	CT	06103-3488	860-725-6200	860-278-3802	Counsel to Barnes Group, Inc.
Vorys, Sater, Seymour and Pease LLP	Robert J. Sidman, Esq.	52 East Gay Street	P.O. Box 1008	Columbus	OH	43216-1008	614-464-6422	614-719-8676	
Warner Stevens, L.L.P.	Michael D. Warner	301 Commerce Street	Suite 1700	Fort Worth	TX	76102	817-810-5250	817-810-5255	Counsel to Electronic Data Systems Corp. and EDS Information Services, L.L.C.
Weiland, Golden, Smiley, Wang Ekvall & Strok, LLP	Lei Lei Wang Ekvall	650 Town Center Drive 1166 Avenue of the Americas	Suite 950	Costa Mesa	CA	92626	714-966-1000	714-966-1002	Counsel to Toshiba America Electronic Components, Inc.
WL Ross & Co., LLC	Stephen Toy			New York	NY	10036-2708	212-826-1100	212-317-4893	Counsel to WL. Ross & Co., LLC

## **EXHIBIT C**

TOGUT, SEGAL & SEGAL LLP  
Bankruptcy Co-Counsel for Delphi Corporation, et al.,  
Debtors and Debtors in Possession  
One Penn Plaza, Suite 3335  
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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: :  
:  
DELPHI CORPORATION, et al., : Chapter 11  
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Debtors. : Case No. 05-44481 [RDD]  
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**AMENDED JOINT STIPULATION AND  
AGREED ORDER COMPROMISING AND ALLOWING  
PROOFS OF CLAIM NUMBERS 14125, 14126, 14127, 14128, 14129, 14130, 14042  
(FCI CANADA INC., FCI AUTOMOTIVE DEUTSCHLAND GMBH,  
FCI ITALIA S.P.A, FCI ELECTRONICS MEXIDO [sic], S. DE R.L. DE C.V.,  
FCI AUTOMOTIVE FRANCE, S.A., FCI USA, INC., AND FCI AUSTRIA GMBH)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,  
including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-  
possession in the above-captioned cases (the "Debtors"), FCI Canada Inc., FCI  
Automotive Deutschland GmbH, FCI Italia S.p.A., FCI Electronics Mexido [sic], S. de  
R.L. de C.V., FCI Automotive France, S.A., FCI USA, Inc. and FCI Austria GmbH

(collectively, the "Claimants"), respectfully submit this Amended Joint Stipulation and Agreed Order Compromising and Allowing Proofs Of Claim Numbers 14125, 14126, 14127, 1418, 14129, 14130, 14042 (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the "Petition Date"), Delphi Corporation, together with certain of its U.S. affiliates, including DAS LLC (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Delphi Bankruptcy Court"); and

**WHEREAS**, on October 14, 2005, Claimants submitted a demand to the Debtors asserting a reclamation claim in the amount of \$232,321.92 (the "Reclamation Demand"); and

**WHEREAS**, on July 31, 2006, FCI Canada Inc. filed proof of claim number 14125 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$76,964.21 ("Claim 14125"); and

**WHEREAS**, on July 31, 2006, FCI Automotive Deutschland GmbH filed proof of claim number 14126 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$376,357.61 ("Claim 14126"); and

**WHEREAS**, on July 31, 2006, FCI Italia S.p.A. filed proof of claim number 14127 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$361.40 ("Claim 14127"); and

**WHEREAS**, on July 31, 2006, FCI Electronics Mexido [*sic*], S. de R.L. de C.V. filed proof of claim number 14128 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$294,001.77 ("Claim 14128"); and

**WHEREAS**, on July 31, 2006, FCI Automotive France, S.A. filed proof of claim number 14129 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$15,945.87 ("Claim 14129"); and

**WHEREAS**, on July 31, 2006, FCI USA, Inc. filed proof of claim number 14130 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$407,299.95 ("Claim 14130"); and

**WHEREAS**, on July 31, 2006, FCI Austria GmbH filed proof of claim number 14042 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$711.42 ("Claim 14042" and collectively with Claims 14125, 14126, 14127, 14128, 14129 and 14130, the "Claims"); and

**WHEREAS**, on August 24, 2007, the Debtors objected to the Claims pursuant to the Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Equity Claims, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Claims Subject To Modification That Are Subject To Prior Orders, And Modified Claims Asserting Reclamation That Are Subject To Prior Orders (Docket No. 9151) (the "Twentieth Omnibus Claims Objection"); and

**WHEREAS**, September 20, 2007, Claimants filed a Response to the Twentieth Omnibus Claims Objection (Docket No. 9446) (the "Response"); and

**WHEREAS**, on December 19, 2007, pursuant to the Second Amended and



Restated Final Order Under 11 U.S.C. §§ 362, 503, and 546 and Fed. R. Bankr. P. 9019 Establishing Procedures for Treatment of Reclamation Claims (Docket No. 10409) (the "Second Amended Reclamation Order"), entered by the Delphi Bankruptcy Court on October 2, 2007, the Debtors served a copy of a personalized Notice Of Treatment Of Reclamation Claim Under Plan Of Reorganization (the "Reclamation Election Notice") on Claimants with respect to the Reclamation Claim, whereby the Debtors presented the Claimants with the option of electing either (i) to take a general unsecured claim for the amount of the Reclamation Claim to the extent that such claim is allowed or (ii) to continue to assert administrative priority status for the Reclamation Claim and have its Reclamation Claim automatically adjourned to a future contested hearing at which the Debtors would seek a judicial determination that the Reclamation Claim is subject to all of the Debtors' reserved defenses (the "Reserved Defenses") with respect to the Reclamation Claim as set forth in the Second Amended Reclamation Order, including, without limitation, the Debtors' Reserved Defense that the Reclamation Claim is not entitled to administrative priority status on the grounds that, among other things, the goods and/or the proceeds from the sale of the goods for which the Claimants are seeking a Reclamation Claim are or were subject to a valid security interest ( the "Prior Lien Defense"); and

**WHEREAS**, the Debtors' records indicate that Claimants failed to return the Reclamation Election Notice; and

**WHEREAS**, pursuant to the Second Amended Reclamation Order, the Debtors reserve the right to assert that Claimants have been deemed to have waived

their right to assert administrative priority status for its Reclamation Claim based upon Claimants' failure to return the Reclamation Election Notice (the "Reclamation Claim Waiver Defense"), and to the extent that such claim is allowed, it will be treated as a prepetition general unsecured claim; and

**WHEREAS**, on November 6, 2008, to resolve the Reclamation Demand and the Twentieth Omnibus Claims Objection with respect to the Claims, DAS LLC and the Claimants entered into a settlement agreement (the "Settlement Agreement"); and

**WHEREAS**, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claims shall be allowed against DAS LLC in the total amount of \$864,500; and

**WHEREAS**, DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Upon Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors and the Claimants stipulate and agree as follows:

1. The Claims shall be allowed against DAS LLC in the total amount of Eight Hundred Sixty-Four Thousand Five Hundred Dollars (\$864,500) and each claim shall be treated and allocated as follows:

(a) Claim 14125 shall be expunged;

- (b) Claim 14126 shall be allowed as a \$232,500 general unsecured non-priority claim;
- (c) Claim 14127 shall be expunged;
- (d) Claim 14128 shall be expunged;
- (e) Claim 14129 shall be expunged;
- (f) Claim 14130 shall be allowed as a \$632,000 general unsecured non-priority claim (the "Agreed-Upon Claim 14130"); and
- (g) Claim 14042 shall be expunged.

2. Without further order of the Court, DAS LLC is authorized to reduce the Claims for purposes of distribution to holders of allowed claims entitled to receive distributions under any plan of reorganization of the Debtors to the extent that amounts comprising the Claims are paid to any of the Claimants as cure payments made on account of the assumption, pursuant to section 365 of the Bankruptcy Code, of an executory contract or unexpired lease to which any of the Claimants is a party.

3. Notwithstanding anything in paragraph 1 of this Stipulation to the contrary, DAS LLC and Claimants further acknowledge and agree that Claimants reserve the right, pursuant to section 503(b) of the Bankruptcy Code, to seek administrative priority status for \$32,040.63 of Agreed-Upon Claim 14130 on the grounds that Claimants hold a valid reclamation claim in the amount of \$32,040.63 and that the Debtors reserve the right to seek, at any time, a judicial determination (a) that the Reclamation Claim Waiver Defense and/or the Reserved Defenses, including, without limitation, the Prior Lien Defense, are valid; and (b) that such reclamation claim is not entitled to priority status.

4. The Reclamation Demand and the Twentieth Omnibus Claims

Objection, solely as it relates to the Claims, and the Response are hereby withdrawn.

Dated: New York, New York  
December 11, 2008

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger  
NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

Dated: Portland, Maine  
December 10, 2008

FCI CANADA INC., FCI AUTOMOTIVE  
DEUTSCHLAND GMBH, FCI ITALIA S.P.A.,  
FCI ELECTRONICS MEXICO [*sic*], S. DE R.L.  
DE C.V., FCI AUTOMOTIVE FRANCE, S.A.,  
FCI USA, INC. and FCI AUSTRIA GMBH,  
By its Counsel,  
PIERCE ATWOOD LLP,

/s/ Keith J. Cunningham  
KEITH J. CUNNINGHAM  
One Monument Square  
7<sup>th</sup> Floor  
Portland, Maine 04101  
(207) 791-1187

**SO ORDERED**

This 22<sup>nd</sup> day of December, 2008  
in New York, New York

/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT D**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	
	:
In re	:
	:
DELPHI CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
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SEVENTH SUPPLEMENTAL ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R.  
BANKR. P. 2002(m), 3007, 7016, 7026, 9006, 9007, AND 9014 ESTABLISHING (I) DATES  
FOR HEARINGS REGARDING OBJECTIONS TO CLAIMS AND (II) CERTAIN NOTICES  
AND PROCEDURES GOVERNING OBJECTIONS TO CLAIMS

("SEVENTH SUPPLEMENTAL CLAIM OBJECTION PROCEDURES ORDER")

Upon the motion, dated October 31, 2006, of Delphi Corporation and certain of its domestic subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") for an order pursuant to 11 U.S.C. §§ 502(b) and 502(c) and Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, and 9014 establishing (i) dates for hearings regarding disallowance or estimation of claims and (ii) certain notices and procedures governing hearings regarding disallowance or estimation of claims (the "Claim Objection Procedures Motion") (Docket No. 5453), and this Court having entered an order granting the Claim Objection Procedures Motion on December 6, 2006 (the "Claim Objection Procedures Order") (Docket No. 6089), a supplemental order on October 23, 2007 (Docket No. 10701), a second supplemental order on November 20, 2007 (Docket No. 10994), a third supplemental order on February 11, 2008 (Docket No. 12609), a fourth supplemental order on June 11, 2008 (Docket No. 13726), a fifth supplemental order on August 5, 2008 (Docket No. 14022), and a

sixth supplemental order on October 22, 2008 (the "Sixth Supplemental Order") (Docket No. 14371); and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. This Court shall conduct special periodic hearings on contested claims matters in these cases (the "Claims Hearings"), to be held in Courtroom 610, United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 unless the Debtors and the parties whose claims are affected are otherwise notified by this Court. The following dates and times (the "Claims Hearing Dates") have been scheduled for Claims Hearings in these chapter 11 cases and supersede the dates and times for Claims Hearings that are set forth in the Sixth Supplemental Order, and which follow the date of entry of this Order:

January 29, 2009 at 10:00 a.m. (prevailing Eastern time)

February 10, 2009 at 10:00 a.m. (prevailing Eastern time)

February 11, 2009 at 10:00 a.m. (prevailing Eastern time)

March 25, 2009 at 10:00 a.m. (prevailing Eastern time)

March 26, 2009 at 10:00 a.m. (prevailing Eastern time)

April 22, 2009 at 10:00 a.m. (prevailing Eastern time)

April 24, 2009 at 10:00 a.m. (prevailing Eastern time)

2. Claims Hearings thereafter may be scheduled by this Court. All claims matters requiring a hearing in these cases shall be set for and be heard on the Claims Hearing Dates unless alternative hearing dates are approved by this Court for good cause shown.

3. If this Court changes any of the dates for Claims Hearing Dates set forth in paragraph 1 above, the Debtors are authorized to provide a notice of change of Claims Hearing



Date (the "Notice") in accordance with paragraph 9 of the Claim Objection Procedures Order.

The terms of such Notice shall be binding upon all parties-in-interest in these chapter 11 cases and no other or further notice or order of this Court shall be necessary.

4. Except as set forth herein, the Claim Objection Procedures Order shall continue in full force and effect.

Dated January 8, 2009

/s/ Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT E**

Pg 51 of 51  
Delphi Corporation  
Special Parties

Company	Contact	Address1	City	State	Zip
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